

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 31, 2002

RECORDATION NO. 23876 FILED
OCT 31 '02 3-26 PM
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Security Interest, dated as of October 31, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Security Agreement which was previously filed with the Board under Recordation Number 23876.

The names and addresses of the parties to the enclosed document are:

Secured Party:	Johnstown America Corporation 17 Johns Street Johnstown, Pennsylvania 15901
Debtor:	Entergy Arkansas, Inc. 10055 Grogans Mill Road, Suite 300 The Woodlands, Texas 77380

Mr. Vernon A. Williams
October 31, 2002
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A description of the railroad equipment covered by the enclosed document is:

Two hundred and seventy-three (273) aluminum BethGon coalporter railcars: ETRX 851001 - ETRX 851273.

A short summary of the document to appear in the index is:

Termination of Security Interest.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23876-B FILED

OCT 31 '02 3-26 PM

SURFACE TRANSPORTATION BOARD

TERMINATION OF SECURITY AGREEMENT

THIS TERMINATION OF SECURITY AGREEMENT is made this ____ day of _____, 2002, by and between Johnstown America Corporation("JAC"), and ENTERGY ARKANSAS, INC. ("DEBTOR").

WHEREAS, JAC and DEBTOR, are parties to a Memorandum of Railcar Security Agreement, dated as of January 31, 2002 (the "Security Agreement"); and

WHEREAS, the Security Agreement created a lien and security interest in favor of JAC in and to the railcars described on Schedule 1 attached hereto (the "Equipment"); and

WHEREAS, the Security Agreement was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on February 22, 2002, at 2:22 p.m. and given Recordation Number 23876; and

WHEREAS, JAC and DEBTOR desire to terminate and cancel the Security Agreement and to record such termination and cancellation with the STB;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, JAC and DEBTOR, intending to be legally bound, agree as follows:

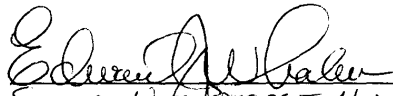
1. JAC and DEBTOR hereby terminate and cancel the Security Agreement, effective as of the date this Termination of Security Agreement is filed with the STB, and JAC and DEBTOR hereby agree that no rights, duties or liabilities under the Security Agreement shall survive such termination and cancellation of the Security Agreement, except with respect to acts, events, or omissions under the Security Agreement occurring on or prior to the date hereof.

2. The parties agree to record this Termination of Security Agreement with the STB so as to release any lien against the Equipment created by or arising out of the Security Agreement.

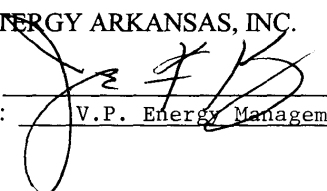
3. This Termination of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

IN WITNESS WHEREOF, JAC and DEBTOR have caused this Termination of Security Agreement to be executed as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By 
Its: SENIOR VICE PRESIDENT MARKETING AND SALES

ENTERGY ARKANSAS, INC.

By  *galt*
Its: V.P. Energy Management

STATE OF PENNSYLVANIA)
) : SS
COUNTY OF CAMBRIA)

On this 15th day of February, 2002, before me personally appeared Edward J. Whalen, to me personally known, who being duly sworn, says that he is a Senior VP of JOHNSTOWN AMERICA CORPORATION, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christine M. Fitzpatrick
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

5/3/05



STATE OF Texas)
) : SS
COUNTY OF Montgomery)

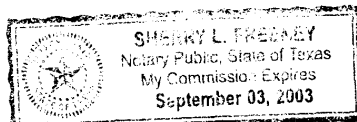
On this 12th day of February, 2002, before me personally appeared James F. Kerney, to me personally known, who being by me duly sworn, says that he is a V.P. Energy Management of ENTERGY ARKANSAS, INC., an Arkansas corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sherry L. Freaney
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

09/03/03



SCHEDULE 1
TO TERMINATION OF SECURITY AGREEMENT

273 aluminum BethGon™ coalporter cars manufactured by
Johnstown America Corporation bearing the following road marks
and numbers:

ETRX 851001 – ETRX 851273 (both inclusive)